	USDCSDNY
UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK	TO WOALLY FILED
In re	: DATE PILED: JUN 0 5 2007
CALPINE CORPORATION, et al.,	: Cha <del>pter-11</del> : Cases Nos. 05-60200(BRL)
Debtors.	: (Jointly Administered)
HSBC Bank USA, National Association, as Indenture Trustee, et al.	x : : Case No. 1:07-cv-03088 (GBD)
Appellants,	:
-against-	:
Calpine Corporation, et al.,	: :
Appellees.	: :
Calpine Corporation, et al.	x :
Appellants,	: :
-against-	:
HSBC Bank USA, National Association, as Indenture Trustee, et al.,	; ;
Appellees.	:

Document 33

Filed 06/05/2007

Page 1 of 6

## STIPULATION AND AGREED ORDER TO FILE UNDER SEAL

It is hereby STIPULATED AND AGREED by and between the undersigned counsel for the respective parties, and upon approval of the Court, shall be deemed ORDERED, as follows:

1. The undersigned parties are hereby authorized to file under seal with this Court materials falling within the definition of "Confidential," under the Stipulated Protective Order granted by the United States Bankruptcy Court for the Southern District of New York on February 27, 2007.

DATED: New York, NY June 1, 2007

Case 1:07-cv-03088-GBD

3398178\_1

By

**ROPES & GRAY LLP** 

1211 Avenue of the Americas New York, NY 10036-8704 Telephone: (212) 596-9000 Facsimile: (212) 596-9090 Mark I. Bane, Esq. (MB 4883) Mark R. Somerstein, Esq. (MS 9721)

David S. Elkind, Esq. (DE 4054) Attorneys for HSBC Bank USA, National Association, as Indenture Trustee under the Second Priority

Indenture and for The Bank of New York, as Administrative Agent under the Second Priority Credit and Guarantee Agreement with respect to certain Second Priority Secured

Institutional Term Loans

Ву

NIXON PEABODY LLP

437 Madison Avenue New York, NY 10022

Telephone: (212) 940-3000 Facsimile: (212) 940-3111 Chris Desiderio, Esq. (CD 6929)

Richard C. Pedone, Esq. (admitted pro hac vice)

Amanda D. Darwin, Esq. (AD 2719)

Attorneys for Wilmington Trust FSB, as Indenture Trustee under the First Priority Indenture, Wilmington Trust Company, as Collateral Agent, and Wilmington Trust Company, as Administrative Agent under the Credit and Guarantee Agreement with respect to certain First Priority Security Institutional Term Loans

IS LLP

153 East 53rd Street

New York, NY 10022-4611 Telephone: (212) 446-4800 Facsimile: (212) 446-4900

Richard M. Cieri, Esq. (RC 6062)

Mark Kieselstein, Esq. (admitted pro hac

vice)

David Seligman, Esq. (admitted pro hac

vice)

Edward O. Sassower, Esq. (ES 5823) Jeffrey S. Powell, Esq. (admitted pro hac

Stephen E. Hessler, Esq. (admitted pro hac

vice)

Attorneys for Debtors Calpine Generating Company, LLC, CalGen Finance Corp., Calpine Corporation, and Each of their Debtor Subsidiaries and Affiliates Listed in Exhibit 1

By

WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue

New York, NY 10153-0119 Telephone: (212) 310-8000 Facsimile: (212) 310-8007

Martin J. Bienenstock, Esq. (MB 3001)

Judy G.Z. Liu, Esq. (JL 6449) Penny P. Reid, Esq. (PR 5699)

Attorneys for Manufacturers & Traders Trust Company, as Indenture Trustee under the Third Priority Indenture

3398178\_1

By

ROPES & GRAY LLP

1211 Avenue of the Americas New York, NY 10036-8704

Telephone: (212) 596-9000 Facsimile: (212) 596-9090 Mark I. Bane, Esq. (MB 4883) Mark R. Somerstein, Esq. (MS

9721)

David S. Elkind, Esq. (DE 4054)

Attorneys for HSBC Bank USA, National Association, as Indenture Trustee under the Second Priority Indenture and for The Bank of New York, as Administrative Agent under the Second Priority Credit and Guarantee Agreement with respect to certain Second Priority Secured Institutional Term Loans

Ву

NIXON PEABODY LLP

437 Madison Avenue New York, NY 10022

Telephone: (212) 940-3000 Facsimile: (212) 940-3111 Chris Desiderio, Esq. (CD 6929) Richard C. Pedone, Esq. (admitted pro

hac vice)

Amanda D. Darwin, Esq. (AD 2719)

Attorneys for Wilmington Trust FSB, as Indenture Trustee under the First Priority Indenture, Wilmington Trust Company, as Collateral Agent, and Wilmington Trust Company, as Administrative Agent under the Credit and Guarantee Agreement with respect to certain First Priority Security Institutional Term Loans

By

KIRKLAND & ELLIS LLP

153 East 53rd Street

New York, NY 10022-4611

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Richard M. Cieri, Esq. (RC 6062)

Mark Kieselstein, Esq. (admitted pro hac

vice)

David Seligman, Esq. (admitted pro hac

vice)

Edward O. Sassower, Esq. (ES 5823)

Jeffrey S. Powell, Esq. (admitted pro hac

vice)

Stephen E. Hessler, Esq. (admitted pro hac

vice)

Attorneys for Debtors Calpine Generating Company, LLC, CalGen Finance Corp., Calpine Corporation, and Each of their Debtor Subsidiaries and Affiliates Listed in Exhibit 1

Ву

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, NY 10153-0119

Telephone: (212) 310-8000 Facsimile: (212) 310-8007

Martin J. Bienenstock, Esq. (MB 3001)

Judy G.Z. Liu, Esq. (JL 6449) Penny P. Reid, Esq. (PR 5699)

Attorneys for Manufacturers & Traders Trust Company, as Indenture Trustee under the Third Priority Indenture Ву

**ROPES & GRAY LLP** 

1211 Avenue of the Americas New York, NY 10036-8704

Telephone: (212) 596-9000 Facsimile: (212) 596-9090 Mark I. Bane, Esq. (MB 4883) Mark R. Somerstein, Esq. (MS

9721)

David S. Elkind, Esq. (DE 4054)

Attorneys for HSBC Bank USA, National Association, as Indenture Trustee under the Second Priority Indenture and for The Bank of New York, as Administrative Agent under the Second Priority Credit and Guarantee Agreement with respect to certain Second Priority Secured Institutional Term Loans

Ву

NIXON PEABODY LLP

437 Madison Avenue New York, NY 10022

Telephone: (212) 940-3000

Facsimile: (212) 940-3111 Chris Desiderio, Esq. (CD 6929)

Richard C. Pedone, Esq. (admitted pro

hac vice)

Amanda D. Darwin, Esq. (AD 2719)

Attorneys for Wilmington Trust FSB, as Indenture Trustee under the First Priority Indenture, Wilmington Trust Company, as Collateral Agent, and Wilmington Trust Company, as Administrative Agent under the Credit and Guarantee Agreement with respect to certain First Priority Security Institutional Term Loans

Ву

KIRKLAND & ELLIS LLP

153 East 53rd Street

New York, NY 10022-4611

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Richard M. Cieri, Esq. (RC 6062)

Mark Kieselstein, Esq. (admitted pro hac

David Seligman, Esq. (admitted pro hac

vice)

Edward O. Sassower, Esq. (ES 5823) Jeffrey S. Powell, Esq. (admitted pro hac

Stephen E. Hessler, Esq. (admitted pro hac

Attorneys for Debtors Calpine Generating Company, LLC, CalGen Finance Corp., Calpine Corporation, and Each of their Debtor Subsidiaries and Affiliates Listed in Exhibit 1

Ву

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, NY 10153-0119

Telephone: (212) 310-8000 Facsimile: (212) 310-8007

Martin J. Bienenstock, Esq. (MB 3001)

Judy G.Z. Liu, Esq. (JL 6449) Penny P. Reid, Esq. (PR 5699)

Attorneys for Manufacturers & Traders Trust Company, as Indenture Trustee under the Third Priority Indenture

3398178 1

AKIN GUMP STRAUSS HAUER

& FELD LLP

590 Madison Avenue New York, NY 10022

Telephone: (212) 872-1000 Facsimile: (212) 872-1002 Fred S. Hodara, Esq. (FH 7947) Michael S. Stamer, Esq. (MS 4900) Philip Dublin, Esq. (PD 4919) Alexis Freeman, Esq. (AF 0328)

Attorneys for the Official Committee of Unsecured Creditors

Robert A. Johnson, Esq. (RJ 6553)

Ву

FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP One New York Plaza

One New York Plaza New York, NY 10004 Telephone: (212) 859-8000 Facsimile: (212) 859-4000

Gary L. Kaplan, Esq. (GK 4542) Brad E. Scheler, Esq. (BS 8019) Adrian Feldman, Esq. (AF 2478)

Attorneys for the Official Committee of Equity Security Holders of Calpine Corporation, et al.

## SO ORDERED:

UNITED STATES DISTRICT JUDGE

Dated: May , 2007

3398178\_1

Ву

AKIN GUMP STRAUSS HAUER & FELD LLP

590 Madison Avenue New York, NY 10022

Telephone: (212) 872-1000 Facsimile: (212) 872-1002 Fred S. Hodara, Esq. (FH 7947) Michael S. Stamer, Esq. (MS 4900) Philip Dublin, Esq. (PD 4919) Alexis Freeman, Esq. (AF 0328) Robert A. Johnson, Esq. (RJ 6553)

Attorneys for the Official Committee of Unsecured Creditors

& JACOBSON LLP One New York Plaza New York, NY 10004

Telephone: (212) 859-8000 Facsimile: (212) 859-4000 Gary L. Kaplan, Esq. (GK 4542) Brad E. Scheler, Esq. (BS 8019) Adrian Feldman, Esq. (AF 2478)

Attorneys for the Official Committee of Equity Security Holders of Calpine Corporation, et al.

SO ORDERED:

GHORGEB. DANGE.

, 2007 Dated: May